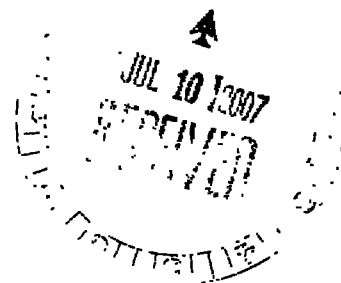


RECORDATION NO. 27067 FILED

JUL 10 '07

3-12 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

July 6, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 25, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: ConocoPhillips Company
Tarkington 2076A
600 N. Dairy Ashford
Houston, TX 77079-1175

A description of the railroad equipment covered by the enclosed document is fifty (50) 13.818 gallon, insulated tank cars; with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(PH11 013)

JUL 10 07

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ASSGN. NO.: PHIL013

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of June, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConocoPhillips Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 25, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 14, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETINGBy: Susan Grokowsky

Title: _____

Name: SUEAN GROKOWSKYTitle: ASST. DIRECTOR DOCUMENTATION Executed on this 25th day of June, 2007.

[CORPORATE SEAL]

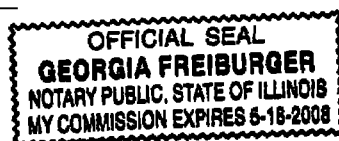
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of June, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

CONOCOPHILLIPS COMPANY

ATTEST:

By: *[Signature]* VPW
Name: Steve R. Barham
Title: President, Transportation

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid,
certify that _____ personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: Exterior coiled, insulated, 13,818 gallon capacity tank cars.

CAR NUMBERS:

NDYX 113501	NDYX 113544
NDYX 113502	NDYX 113545
NDYX 113510	NDYX 113551
NDYX 113511	NDYX 113554
NDYX 113513	NDYX 113562
NDYX 113516	NDYX 113563
NDYX 113519	NDYX 113565
NDYX 113521	NDYX 113566
NDYX 113524	NDYX 113567
NDYX 113525	NDYX 113568
NDYX 113526	NDYX 113569
NDYX 113527	NDYX 113571
NDYX 113530	NDYX 113573
NDYX 113531	NDYX 113574
NDYX 113532	NDYX 113575
NDYX 113533	NDYX 113580
NDYX 113534	NDYX 113581
NDYX 113535	NDYX 113582
NDYX 113536	NDYX 113585
NDYX 113538	NDYX 113590
NDYX 113539	NDYX 113592
NDYX 113540	NDYX 113594
NDYX 113541	NDYX 113613
NDYX 113542	NDYX 113614
NDYX 113543	NDYX 113623